Hearing Date: August 22, 2019 at 10:00 a.m. (EST) Objection Deadline: August 15, 2019 at 4:00 p.m. (EST)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
In re	- x	
SEARS HOLDINGS CORPORATION, et al.,	•	Chapter 11
	:	Case No. 18-23538 (RDD)
Debtors. <sup>1</sup>	*	(Jointly Administered)

## NOTICE OF MOTION BY BROOKS SHOPPING CENTER PARTNERS, LLC FOR ORDER ALLOWING ITS ADMINISTRATIVE RENT CLAIM

PLEASE TAKE NOTICE that pursuant to the annexed motion (the "Motion"), Brooks Shopping Center Partners, LLC (the "Landlord"), shall move before the Honorable Robert D. Drain, United States Bankruptcy Judge, in his courtroom at the United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York 10601, on August 22, 2019 at 10:00 a.m. or as soon thereafter as counsel may be heard, for an order allowing the Landlord's administrative expense claims pursuant to sections 503(b)(1) of the Bankruptcy Code.

<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE FURTHER NOTICE that any responses or objection ("Objections") to

the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules, shall

be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including

attorneys admitted pro hac vice, electronically in accordance with General Order M-399 (which

can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM,

in text-searchable portable document format (PDF) (with a hard copy delivered directly to

Chambers), in accordance with the customary practices of the Bankruptcy Court and General

Order M-399, to the extent applicable, and shall be served in accordance with the Amended Order

Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018

[Dkt. No. 405], so as to be filed and received no later than August 15, 2019 at 4:00 p.m. (Eastern

Time) (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served

with respect to the Motion, the Landlord may, on or after the Objection Deadline, submit to the

Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion,

which order may be entered without further notice or opportunity to be heard.

Dated: August 5, 2019

New Haven, Connecticut

LECLAIRRYAN PLLC

By:

/s/ Ilan Markus Ilan Markus

Niclas A. Ferland

LeClairRyan PLLC

545 Long Wharf Drive – 9th Floor

New Haven, Connecticut 06511

Telephone: (203) 672-3212

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ilan.markus@leclairryan.com

niclas.ferland @leclairryan.com

Counsel for Brooks Shopping Center Partners, LLC

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
In re	- x	
SEARS HOLDINGS CORPORATION, et al.,	:	Chapter 11
	:	Case No. 18-23538 (RDD)
Debtors.1	-	(Jointly Administered)
	· X	

## MOTION BY BROOKS SHOPPING CENTER PARTNERS, LLC FOR ORDER ALLOWING ITS ADMINISTRATIVE RENT CLAIM

Brooks Shopping Center Partners, LLC (the "Landlord"), hereby submits this Motion for Order Allowing Its Administrative Rent Claim, and in support thereof, states as follows:

#### I. <u>BACKGOUND</u>

1. On October 15, 2018 (the "Petition Date"), the above-captioned debtors (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Court").

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- 2. The Landlord and one of the Debtors are parties to that certain lease dated as of March 17, 1995 (as amended and/or modified, the "Lease") of nonresidential real property (the "Premises") for a retail store at the Cross County Shopping Center located in Yonkers, New York (Store # 1733).
- 3. Upon the conclusion of the Debtors' store closing sale taking place at the Premises, it is expected that the Lease will be rejected effective August 12, 2019.
- 4. The Premises constitutes a "shopping center" as that term is used in 11 U.S.C. § 365(b)(3).

### II. POSTPETITION RENT DUE UNDER THE LEASE

5. The Debtors are obligated under the terms of the Lease to pay to the Landlord the unpaid post Petition Date rent and rent-related charges for October 2018 through August 2019. Assuming the Lease is rejected as of August 12, 2019, the Debtors will owe \$266,445.67 in post Petition Date rent and rent-related charges under the Lease (the "Accrued Rent"). The components of the Accrued Rent are set forth in greater detail on Exhibit 1 hereto.

#### III. LAW AND ARGUMENT

- A. The Accrued Rent is Allowable as an Administrative Claim Pursuant To 11 U.S.C. § 503(b)(1).
- 6. The Accrued Rent constitutes an allowable administrative expense pursuant to 11 U.S.C. § 503(b), which provides, in relevant part:

After notice and a hearing, there shall be allowed administrative expenses ... including—

(1)(A) the actual, necessary costs and expenses of preserving the estate, including wages, salaries, or commissions for services rendered after the commencement of the case.

<sup>&</sup>lt;sup>2</sup> If the Lease is not rejected as of August 12, 2019, the Accrued Rent will total \$517,030.24.

11 U.S.C. § 503(b)(1)(A).3

7. Bankruptcy Code section 503(b)(1)(A) has been interpreted to require that "[f]or a claim in its entirety to be entitled to first priority under [§ 503(b)(1)(A)], the debt must arise from a transaction with ... the debtor-in possession [and] the consideration supporting the claimant's right to payment [must be] beneficial to the debtor-in-possession in the operation of the business." See In re O'Brien Environmental Energy, Inc., 181 F.3d 527, 532-33 (3d Cir. 1999) (quoting Cramer v. Mammoth Mart, Inc., (In re Mammoth Mart, Inc.), 536 F.2d 950, 954 (1st Cir. 1976)); COLLIER ON BANKRUPTCY, 15th ed. ¶ 503.06[3] (claim must have arisen from a transaction with the estate and must have benefited the estate in a demonstrable way).

There is no question, of course, that the payment of rent for the use and occupancy of real estate ordinarily counts as an 'actual, necessary' cost to which a landlord, as a creditor, is entitled. ... rent is clearly an 'actual, necessary' cost of preserving the estate .... however, the landlord's right to collect monetary relief is somewhat curtailed: a debtor is generally required to pay only a reasonable value for the use and occupancy of the landlord's property, which may or may not equal the amount agreed upon in the terms of the lease.

Zagata Fabricators v. Superior Air Products, 893 F.2d 624, 627 (3d Cir. 1990).

8. Although Zagata does not set forth a method for determining the "reasonable value" of the Debtors' use and occupancy of the Premises, decisions interpreting Zagata suggest that the so-called "objective" approach, the majority view, should be used rather than the so-called "subjective" approach, the minority view. The objective approach measures the value to the estate as the reasonable value of the leased property without regard to the actual use made by the debtor, In re P.A. Potts & Co., Inc., 137 B.R. 13, 17 (Bankr. E.D. Pa. 1992) (using the "objective"

<sup>&</sup>lt;sup>3</sup> Additionally, pursuant to 11 U.S.C. § 365(d)(3), the Debtor is obligated to pay the Accrued Rent when due. <u>See e.g., In re Stone Barn Manhattan LLC</u>, 398 B.R. 359, 361-68 (Bankr. S.D.N.Y. 2008); <u>The Caldor Corp. v. S Plaza Assocs.</u> <u>L.P. (In re Caldor, Inc.-NY)</u>, 217 B.R. 116, 120-21 (Bankr. S.D.N.Y. 1998); <u>In re Montgomery Ward Holding Corp.</u>, 268 F.3d 205, 209 (3d Cir. 2001) (holding that Congress, in adopting section 365(d)(3), intended a debtor to perform all leasehold obligations as they came due).

approach), citing, In re Mohawk Industries, Inc., 54 B.R. 409 (Bankr. D. Mass. 1985) (allowing use and occupancy claim in amount equal to former lease rate through date all materials were removed from the premises), while the subjective approach values the leased property based upon the actual use of the property made by the debtor. In re P.A. Potts & Co., 137 B.R. at 17; but see In re Lease-a-Fleet, Inc., 140 B.R. 840, 846-47 (Bankr. E.D. Pa. 1992) (rejected In re P.A. Potts & Co.; costs for unused property do not constitute administrative expenses).

The measure of the benefit to the estate is typically the reasonable rental value of the property that was occupied or used by the trustee. Using reasonable rental value allows the court to apply an objective standard in determining the benefit to the estate.

### COLLIER ON BANKRUPTCY, 15th ed. ¶ 503.06[6][c][ii].

- 9. In applying the "objective" approach, "the rental value fixed in the lease will control, unless there is convincing evidence that such rental rate is unreasonable." In re P.A. Potts & Co., 137 B.R. at 18; In re Cornwall Paper Mills Co., 169 B.R. 844, 851 (Bankr. D. N.J. 1994) (same); In re Mohawk Indus. Inc., 54 B.R. 409, 412 (Bankr. D. Mass. 1985) (same); see also Thompson v. 1FG Leasing Co., (In re Thompson), 788 F.2d 560, 563 (9th Cir. 1986) (fair market value of lease controls).
- 10. In the instant case, the Debtors benefited by having control of the Premises during the time period in which the Accrued Rent accrued, and thus the Landlord should be allowed a Chapter 11 administrative claim to the extent of the Accrued Rent in the amount of \$266,445.67. pursuant to 11 U.S.C. § 503(b)(l)(A). See In re Go Fig. Inc., 2009 WL 537090 at 2 (Bankr. E.D. Mo. Feb. 5, 2009).

WHEREFORE, the Landlord respectfully requests that this Court enter an order:

- a. Allowing Landlord a chapter 11 administrative expense in the amount of the Accrued Rent: (i) \$266,445.67, if the Lease is rejected by August 12, 2019, or \$517,030.24 if the Lease is not rejected by August 12, 2019; and
- b. Granting the Landlord such other and further relief as this Court deems appropriate.

Dated: August 5, 2019

New Haven, Connecticut

LECLAIRRYAN PLLC

By: <u>/s/ Ilan Markus</u>

Ilan Markus Niclas A. Ferland LeClairRyan PLLC

545 Long Wharf Drive – 9th Floor New Haven, Connecticut 06511

Telephone: (203) 672-3212 Facsimile: (203) 672-3231 ilan.markus@leclairryan.com niclas.ferland @leclairryan.com

Counsel for Brooks Shopping Center Partners, LLC

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
In re	- x	
GT . DG TTG .	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	C N- 10 22520 (DDD)
	:	Case No. 18-23538 (RDD)
Debtors. <sup>1</sup>	•	(Jointly Administered)
	· X	

# ORDER GRANTING MOTION BY BROOKS SHOPPING CENTER PARTNERS, LLC FOR ORDER ALLOWING ITS ADMINISTRATIVE RENT CLAIM

Upon the Motion by Brooks Shopping Center Partners, LLC for Allowance and Immediate Payment of Its Administrative Expense Claim (the "Motion") [Dkt. No. ]; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and all objections to the Motion, if any, having been withdrawn, resolved, or overruled; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

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ORDERED that the Motion is granted; and it is further

ORDERED that Brooks Shopping Center Partners, LLC is granted an allowed administrative expense claim in the amount of \$266,445.67; and it is further

**ORDERED** that the Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: August \_\_\_\_, 2019

White Plains, New York

**PROPOSED** 

UNITED STATES BANKRUPTCY JUDGE

#### **CERTIFICATE OF SERVICE**

I hereby certify that on August 5, 2019, I caused to be served a true copy of Notice of Motion and Motion by Brooks Shopping Center Partners, LLC for Allowance and Immediate Payment of Its Administrative Expense Claim via the following methods:

- By electronic mail to the last known email address of the parties on the annexed Service List "A"
- 2. By first class mail by mailing same in a sealed envelope, with postage prepaid thereon, in a post-office or official depository of the U.S. Postal Service within the State of Connecticut to the last known mailing address of the parties listed below:

Sears Holdings Corporation
3333 Beverly Road
Hoffman Estates, IL 60179
Attn: Stephen Sitley, Esq.
Luke J. Valentino, Esq.

Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Ray C. Schrock, Esq.
Jacqueline Marcus, Esq.
Garret A. Fail, Esq.
Sunny Singh, Esq.

Office of the United States Trustee 201 Varick Street, Suite 1006 New York, NY 10014 Attn: Paul Schwartzberg, Esq. 18-23538-shl Doc 4754 Filed 08/05/19 Entered 08/05/19 18:34:36 Main Document Pg 11 of 28

Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036 Attn: Philip C. Dublin, Esq.

Ira Dizengoff, Esq. Sara Lynne Brauner, Esq.

Dated: August 5, 2019 New Haven, Connecticut

LECLAIRRYAN PLLC

By: /s/ Ilan Markus Ilan Markus

Service List "A"

See Attached List

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